

DRAFT
**Meeting Minutes of the
Board of Directors of the
Arizona Historical Society**

July 29, 2022

Mission: Connecting people through the power of Arizona's history.

1. **Call to Order** – President Linda Whitaker called the meeting to order at 12:02PM

2. **Roll Call** – Recording Secretary - Bruce Gwynn

Board Members Present:

Robert Ballard, DeNise Bauer, Wynne Brown, Dr. Colleen Byron, Kelly Corsette, Dr. Linda Elliott-Nelson, Thomas Foster, Bruce Gwynn, Richard Powers, Sherry Rumpy, Gregory Scott, James Snitzer, Illeen Snoddy, Linda Witaker

Board Members Absent:

Desirae Barquin, Deborah Bateman, Stephen Chapman, Sharon Holnback, Valerie Welsh-Tahbo

Public Present: Jan Sgambelluri, Ann Pollock, Charlotte Madden, Joe Meehan, Rachel Pollack, Cathy Shumard, Marlyn Hamnorstrom, Pat Loven, Mary Lou Marrow, Mary Vasquez-Powell

Staff Members Present:

David Breeckner, Rebekah Percival, David Turpie, Mel Davis, Kristen Rex, Carole McQueen, Yanna Kruse, Vanessa Fajardo, Kaydi Forgia

3. **Minutes**- Discussion and action, if any, to approve the Minutes of the May 23, 2022, Board of Directors meeting.

- No comments or discussion.

Motion to approve by Greg Scott

Kelly Corsette second the motion to approve

Unanimously Approved

4. **Call to the Public** – Consideration and discussion of comments from the public.

Pat Loven and Joe Meehan asked to speak on matters relating to the Pioneer Museum which is listed under the Director's Report. Other members of the public were observers.

5. Summary of Current Events

David Breeckner: Gave brief update of current weather conditions in Flagstaff, including a short description of the condition of the Pioneer Museum. There was evidence of flooding in the surrounding area but the grounds of the Pioneer Museum displayed limited impact and flooding. At the time of the meeting the route to the Pioneer Museum was under a “Flash Flood Warning” and a “Shelter in Place” order. It was determined to be unsafe to host meeting attendees. The Flagstaff host site was moved to a local hotel conference room.

- No further comments or discussion.

6. Sosa-Carrillo House – David Breeckner

- Rio Nuevo (RN) has provided AHS with a formal offer and proposed Purchase Agreement for the Sosa-Carrillo House in Tucson last week. The Agreement includes all previous protections and conditions discussed between AHS, RN, and the tenants. Including an agreement on rent not exceeding one dollar per month guaranteed for five years (down from \$400 and \$600 per month). RN is required to obtain federal historical status with the City of Tucson and complete all \$1.28M restoration work. The site can be only used for historical or educational purposes, and cannot be resold or used in a private capacity. RN must provide assistance during restoration if tenants are displaced and extend the lease for the time the tenants are off the site. The site will default back to AHS in ~13 years after RN Sunsets.
- Described the findings of the Restoration Estimate, identifying a cost of \$1.28M to fully restore the historic home. This represents the best estimate since 2015 detailing all the items that need to be addressed. Highlighted in the report was the detrimental impact of deferred preventative maintenance by AHS. In December 2021, the appraised value of the house was \$1.05M, with renovation and restoration costs figured into that value. Comparable homes but of a finished nature value at approximately \$1.2-1.3m. David detailed past efforts to secure funding, including CIP requests the last 6 years and a failed federal grant which enjoyed city and state support.
- AHS is in negotiations with RN following its initial review of the document. Proposed changes are relatively minor, and already agreed to by RN. Updated Lease Agreements have been provided to the tenants to ensure their coverage and benefits from any potential sale (Los Descendientes and Borderlands Theater). AHS is awaiting a finalized copy of the offer before presenting it to the AG for review and approval, prior to the Agreement's presentation to the State Board.

Possible Action Item: Deferred.

- RN has not yet provided a finalized copy of the offer to AHS, and AHS has not yet submitted a copy to the AG for review and approval.

Comments and discussion that followed:

David Breeckner- Stewardship of sites like Sosa-Carillo is important. The deferred cost of the restoration is not feasible for AHS to manage. AHS will receive \$500k in adobe restoration alone through this agreement. This is the most viable option to complete the necessary restoration work and bring the Sosa-Carrillo House back to its original 1870s glory.

7. Capital Campaign-Procurement – David Breeckner

a. State Procurement Process for RFI (Request for Information)

- In 2021 AHS completed a feasibility study to investigate the options available for a capital campaign to create external funding. The recommendation was to take a one year pause to ready ASH and partner to launch a capital campaign next year.
- Due to the complexity and uniqueness of the Capital Campaign proposal, ADOA has assumed the vetting and procurement of fundraising services on behalf of AHS. We are in direct talks with the State’s Chief Procurement Officer and his senior staff who are leading/monitoring the process.

b. RFI results

- An RFI (Request for Information) was posted on July 5 and concluded on July 19. Procurement is reviewing responses to determine the best path forward that complies with State guidelines and the option of a sole source vendor. Of the twelve groups who received an RFI, only two responded, Phoenix Philanthropy and Friends of AHS, both participated in the 2021 feasibility study.

Comments and discussion that followed:

Linda Whitaker: Was the goal to determine a sole vendor?

David Breeckner: This is challenging because of the complexity and the unusual request given to ADOA. Upon the review of the RFI responses, ADOA Procurement advised AHS not to choose a sole vendor; a Request for Proposals (RFP) was recommended, taking this to a bid. We ran an RFP for the 2021 feasibility study and Friends of AHS was the only one to respond. We are working on this now on a quick timeline to move this forward.

Linda Whitaker: This means that Friends is not pushed aside. This RFP goes beyond searching for a sole vendor. ADOA has been perplexed because we are soliciting for a service and not a tangible project.

David Breeckner: The capital campaign goal is \$100M to draw off the dividends and interest versus annual funding. At just 2 or 3%, we are looking at matching our annual operating budget with that alone.

Colleen Byron: Can you explain why this is an unusual request?

David Breeckner: What's unusual is the third party engagement working with a non-State agency.

Linda Whitaker: What is an expedited RFP?

David Breeckner: It references the launch time of the RFP.

Bruce Gwynn: A meeting is scheduled with Friends of AHS to clarify the RFP process.

Melba Davis: AHS delegate authority is only \$100K. We have to go through State Procurement for anything above that amount.

David Breeckner: The previous donation that helped launch this campaign is at about \$1.5M spread out over ~6 years. The State Procurement has stated that they are willing to go over this process with Friends.

- No further comments or discussion

8. Committee Reports

a. Executive Committee – Linda Whitaker

Please see the posted minutes for the Executive Committee update.

- [June minutes approved and posted](#)
- [July minutes draft posted 7-27-22](#)

b. Nominating – David Breeckner

- Slate of candidates:

- There are three current officers – Linda Whitaker, Ileen Snoddy and Jim Snitzer – who are eligible and have been re-nominated for their current roles. Bruce Gwynn has served three terms as Secretary and is not eligible to be selected for an additional term. All candidates' statements have been posted on the AHS website.
- [Link to candidates' statements.](#)
 - **Action Item:** Approval of the slate of candidates. Full vote on September 30.

Motion to approve by Wyane Brown
Colleen Byron second the motion to approve
Unanimously Approved

c. Community Outreach – Tom Foster

- The Committee Meeting took place on July 22, 2022.
- Twenty-three Certified Historic Institution (CHI) Grants were submitted. 21 submissions were returning applicants. Cosanti Foundation and Western Spirit: Scottsdale's Museum of the West were welcomed as new applicants. Two grants (Cave Creek and Bisbee) were submitted last year and did not apply this year. Nearly all grant requests were approved in full. **\$39,700** in funds were available and **\$38,491** funds are slated for award. Jason Mihalic, AHS Grants Coordinator, is currently looking over contracts. An appendix is added to this meeting agenda listing all 21 of the applicants.

Comments and discussion that followed:

David Breeckner: Our budget for FY23 for this category is \$44,700. We are under budget.

■ **Action Item:** Approval of awards for 2022 CHI grant applications in the amount of \$38,491.

Motion to approve by Rick Powers
Sherry Rampy second the motion to approve
Unanimously Approved

- AI Merito nominations are due August 12. We received 9 nominations to date. Outreach will meet on August 17 to review submissions, and afterward engage the AHS Board via an online poll in the month of August. The poll results will be ratified at the September 30 Board meeting, and the winner presented at the Annual Meeting.
- For future years, the Committee suggested moving the presentation to the History Convention in the spring. This determination will be the subject of future Committee meetings.

■ **Action Item:** Approval of selections process and determination schedule for the 2022 AI Merito award.

Motion to approve by Colleen Byron
Greg Scott second the motion to approve
Unanimously Approved

d. **Finance** – Jim Snitzer and David Breeckner

■ Review of the May financials and FY23 Budget update. No action required.

- Jim Snitzer and David Breeckner shared a virtual finance report via Zoom and walked the Board through its interpretation.
- In May, the Executive Committee approved revisions to the original FY23 budget.
- In June, Governor Ducey announced a 10% increase to payroll for State employees. The 10% was not an even distribution and only applied to staff positions filled before 7/8/22. This required an update to the May budget for uncovered employees.
- The June budget includes an estimated \$198,000 increase to appropriated funds from the 10% payroll update, but also obligates new expenses to be borne by AHS to maintain equity among position pay rates.
- This new budget lowers the May-approved deficit by \$10,000. As it only reduces cost, no new Board or Committee action/approval is required.

■ FY24 Budget update.

- David Breeckner shared a draft of the AHS FY24 budget proposal and walked the Board through its interpretation.
- AHS has prepared four conditional budgets for FY24, which reflect different funding scenarios based on active conversations with OSPB and ADOA. AHS expects to receive a decision from these two departments in August, before the September submission deadline.
- AHS is focused on obtaining parity with other State agencies in appropriated funds: through increased investment in payroll services and/or with an increase to base expenditures (based on the June FY23 budget). AHS currently receives ~70% in appropriated funds for payroll services. The original FY23 budget allocated 85%. The increase to base expenditures reflects the \$256k deficit in the FY23 budget.

Comments and discussion that followed:

Linda Whitaker: What is the character of conversation with the State and feedback?

David Breeckner: Through recent talks it was realized that AHS is receiving more support from ADOA than initially perceived. ADOA did not know how small the AHS budget was and how it impacts all aspects of AHS. The conversation with ADOA is ongoing and remains positive. Melba, can you mention the upcoming Capital Improvement Projects (CIPs) for AHS.

Melba Davis: Capital improvement projects that will be starting soon are in the architectural and engineering stages at Douglass, Arizona History Museum, Pioneer and Arizona Heritage Center.

David Breeckner: From a recent conversation, ADOA will be sending out architects to conduct on-site evaluation and cost analysis for these projects. AHS is increasing its profile and is being noticed by other agencies.

Jon Snitzer: If we had not done what we did with Sosa-Carllio House, the State would not realize the support we need to restore these kinds of sites.

David Breeckner: We have until September 1 to submit the budget while the next Board meeting is slated for September 30. This difference in schedules requires approval of a conditional budget at this July meeting.

- **Action Item:** Approval of conditional budget for FY24.

Motion to approve by Finance Committee
Tom Foster second the motion to approve
Unanimously approved

e. **Governance Committee Report** – Kelly Corsette

■ **Action Item: Approval of recommended edits to AHS ByLaws and Policies.**

- It has been over a year since the Governance Committee was directed to review and edit the ByLaws and Policies for consistency, and to reflect actions taken by the Board. A working group was formed consisting of Kelly Corsette, Linda Whitaker, David Breeckner, Wyane Brown, Linda Elliott- Nelson met 4 or 5 times to review the ByLaws and Policies.

Comments and discussion that followed:

David Breeckner: These reflect previous AHS Board actions to comply with the 2013 Sunset Review and support the requests made by the Arizona State Board of Commissions.

- **Action Item:** Approval of recommended edits to AHS ByLaws and Policies. This will render the old policies and bylaws null and void.

[Edited ByLaws](#)

[Edited Policies](#)

Motion to approve by Governance Committee
Sharry Rampy second the motion to approve
Unanimously approved

■ **Action Item: “Active vs Inactive Chapter” Policy-** Kelly Corsette

- Draft of Language for “Active vs Inactive Chapters” presented by Kelly Corsette via Zoom.
- There was no language in the ByLaws or Policies that spoke to this consideration and was requested by Arizona Boards and Commissions.
- Des Barquin and Tom Foster joined the working group to discuss the new language and section added to the Chapter Policies. Three chapter presidents were involved with this process.
- David Breeckner gave a brief overview. This addresses what the minimum expectations are for our chapters. It is not meant to be punitive or demeaning. Most chapters are already adhering to what is outlined. This a direct response to an inquiry from the Board of Commissions. David opened the floor to those in attendance at the Flagstaff site for questions or clarifications.

Comments and discussion that followed:

Charlotte Madden: What are the minimum standard requirements?

David Breeckner: Five members minimum. Minimum duties include one meeting per year, create an annual report of Chapter activities and present the annual report of Chapter activities to the AHS Board of Directors.

Ann Pollock : Can you state again how the chapters were consulted?

Kelly Corsette: Three chapter presidents were included in the process and David Breeckner did reach out to the chapters to engage them in the discussion. Southern Chapter leadership was contacted directly.

Mary Vasquez-Powell: The Northern Chapter was not notified.

David Breeckner: Desirae Barquin, a Northern Chapter Board representative, was involved in the working group.

Denise: Is reactivation included?

David Breeckner: Yes

Sherry Rumpy: Extended appreciation to those who were in the working group.

Linda Whitaker: How do we proceed? We can vote and make amendments at a later date. Is there anything included that a chapter would struggle to comply with?

David Breeckner: No. These are only the minimum requirements and should not impede our chapters from continuing as they are currently.

- **Action Item:** Approval of “Active vs Inactive Chapters” new Policy.
[NEW Policy: Addendum](#)

Motion for approval by the Governance Committee

Robert Ballard second the motion for approval

Unanimously approved by members attending virtually, Tom Foster and Bruce Gywnn were in attendance at the Flagstaff host site. Their votes to approve were recorded at the Flagstaff site.

f. Collections – Greg Scott

- No report.
- See Collections update in Director’s Report (Full Copy).

g. Properties and Buildings – DeNise Bauer

- No report.
- See Facilities update in Director’s Report (Full Copy).

9. Executive Director Director's Report – David Breeckner

a. Yuma: Molina Block

- RFP Procurement Protocols; targeted launch date of RFP by late August/early September.

- AHS is working with State Procurement for an RFP (Request for Proposals) for the development of the Molina Block outdoor agriculture exhibit in Yuma. The purpose is to solicit design proposals by various exhibit studios to establish core project details, including: budget, production timeline, interactive elements, exhibit layout, shared aesthetic, and narrative. The principal funder is YCHS and its general estimated budget is \$800k to \$1m. AHS will work with YCHS and Procurement to design the RFP, which will be posted in late August or early September. Note that RFPs are posted for 3 months according to State protocols. The review committee for proposals is not yet formed, but

David is advocating for a 6-person panel that includes members of both AHS staff and YCHS. The hope is by the end of December we will know what proposal and exhibit design we want to pursue.

b. Collection Management

- A "Preservation Assessment Survey" grant was submitted. On September 28, an external assessment will be conducted of the collections storage practices of AHS, as present in our Tucson museum. This survey will be useful in our Sunset preparations.
 - **Potential acquisitions:** Arizona Science Museum (Phoenix History Museum), Phelps Dodge Mining, and the Arizona Institute of Architects.
- Talks are ongoing for the **Phoenix History Museum** collections, but are time-sensitive. Discussions are complicated by previous expectations on a donation (donation vs long-term loan).
- **Phelps Dodge Mining (PDM)** has presented a new and previously-closed opportunity. Their collections are primarily archival documents extending to the 1870s and fill in important gaps in the AHS archives. PDM has approached AHS because they are vacating their offices in downtown Phoenix and are time-pressed, but may be willing to temporarily store materials off-site in a rented storage unit.
- **The American Institute of Architects (AIA) Arizona Branch** is facing permanent archival storage issues in Phoenix. Their archives contain multiple and original historical building plans and maps. They have suggested a joint legislative effort to support an Archives Annex on the AHC Tempe grounds.
- **Flagstaff collections transfer:** Completed; all materials from conex boxes now in Tempe. Achieves compliance with 2013 Sunset Audit recommendations, and frees up conexes for future, non-collections use.

Comments and discussion that followed:

Bruce Gywnn: Gave compliments to the Tempe staff for collections handling and cleaning.

Flagstaff attendees: Asked for an update on the NAU collection.

David Breeckner: Can provide an update in coming months.

Pat Loven: Gave compliments to AHS for making the opening of Pioneer a priority. Stressed the importance of continuing the efforts of general upkeep on the site. *Full statement included in the appendix.

Joe Meehan: Shared concern for lack of staff and possible permanent closure of Pioneer Museum. The site has been used as a resource by many educational groups in the area and it is now unavailable. Stressed the importance of filling staffing vacancies and making it a priority. Joe would like photo archives returned to the Cline Library to provide easy access to those

seeking research materials.

c. **Status of hiring/Impact at Pioneer Museum**

- Destiney Evans submitted her resignation to AHS, effective 7/22/22.
- The position of Operations Manager continues to remain open, along with Front Desk/ Guest Experience and Education. Any two of these positions being filled would allow the opening of the site.
- Because AHS has no staff currently hired in Flagstaff, Pioneer Museum will be closed to the public until further notice. Phones have been forwarded to AHS Yuma.
- AHS staff are scheduled to rotate 1-2 days each week to Flagstaff for facility inspections and support for on-site and community events.
- AHS will begin to rotate staff from various departments and locations to attend PM in-person at least once a week. AHS is considering opening the museum to the public for free whenever this guest staff member is present. This satisfies state compliance regarding gifting and is acceptable. We are investigating additional security for the property, even seeking local PD to establish a presence on site.

Comments and discussion that followed:

Linda Whitaker: Directed to the Flagstaff Attendees- Are there any barriers to keeping staff?

Flagstaff attendees: Salary and cost of living

David Breeckner: AHS is restricted on offering “perks” and any considerations would come out of the AHS budget.

Melba Davis: Several factors play into the salary. Stipend and bonuses are available. The \$50K offer has been turned down several times.

David Breeckner: AHS is conducting interviews for these positions right now. Position descriptions and qualification criteria are "locked" while AHS is actively interviewing candidates. Should no candidate be selected in the current round, AHS can revisit PDs and qualifications to invite new applicants

Ileen Snoddy: Extended gratitude to the attendees in Flagstaff. Asked for clarifications on the hiring qualifications for positions at Pioneer Museum and who is applying for the positions.

Melba Davis: Explained that AHS is receiving applications from candidates out of State and from those whose qualifications are not matching the demands of the positions posted.

Ileen Snoddy: Is it possible to take a second look at the candidates that may have fallen short of the qualifications? The positions need to be filled. I would be happy to mentor any staff member who may need it.

Melba Davis: AHS is working diligently to fill these vacancies.

Joe Meehan: NAU has a museum studies program. AHS could start a partnership with NAU to support the opening of The Pioneer

Museum.

Discussion continued around creative solutions to opening the Pioneer Museum. Concluding with possible solutions to help staffing in Flagstaff.

d. **Contracts**

- UA Press publications agreement executed.
- AHS has recently announced a new contract between AHS Publications and UA Press. AHS will serve as a partial sponsor to support publication costs for a 30-35 book series titled “Arizona Crossroads”. Published books will be released 1 or 2 times a year. AHS will receive equal publication credit and titular name (“An AHS Publication”). AHS will pay a reduced rate for the joint publication. Virtual launch co-hosted by The Press and AHS on August 5th. [A link for the Virtual Launch is available online.](#)

10. **AHS Board Status** – Linda Whitaker

- a. Boards and Commissions has received two applications for the Coconino and Graham County Board positions.
- Due to recent hires, AHS will have connections and the ability to recruit in Apache, Greenlee and Yavapai. This will help to fill vacancies in those counties.

11. Announcements and other matters for consideration in future board or committee meetings.

- No announcements

Executive Committee Schedule: Noon and Virtual unless announced otherwise

Click the date to register for the meeting

All meetings are hosted live-streamed via Zoom

[August 22, 2022](#)

[September 26, 2022](#)

[October 24, 2022](#)

[November 28, 2022](#)

[*December 19, 2022](#) (tentative)

Upcoming AHS Board Meetings: Noon and Virtual unless announced otherwise

Click the date to register for the meeting

All meetings are hosted live-streamed via Zoom

[September 30, 2022](#) – Annual and Board Meeting

[*November 18, 2022](#), third Friday at noon (tentative)

Adjournment at 2:26PM

Dated this 27th day of July 2022

Arizona Historical Society

A handwritten signature in cursive script that reads "Linda A. Whitaker".

Linda Whitaker, Board President

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